

RECORDATION NO. 29256 FILED

MAY 13 '10 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W

SUITE 301  
WASHINGTON, D C

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

May 13, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract H-8227 Rider 2A

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 11, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: The Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035]

Section Chief  
May 13, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

54 railcars within the series GBRX 036056 - GBRX 099417 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

MAY 13 '10 -9 00 AM

**MEMORANDUM OF LEASE****SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC, ARL Fifth LLC and Shippers Third LLC, all with respect to The Greenbrier Leasing Company LLC, a Oregon Limited Liability Company ("Lessee")

**American Railcar Leasing LLC** (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Master Service Contract**, dated 2/10/10, as identified on **Schedule A** (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks **GBRX**.

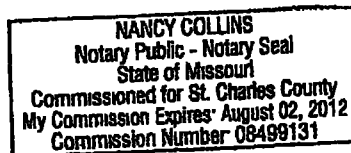
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

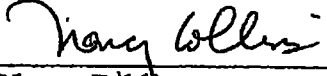
AMERICAN RAILCAR LEASING LLC

By:   
Name: Brian Evdo  
Title: VP – Business Development

STATE OF MISSOURI                    )  
  ) ss.  
COUNTY OF ST. CHARLES         )

On this 11th day of May, 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
Notary Public  
My commission expires on 8/2/2012

## Schedule A

### Equipment

#### The Greenbrier Companies

Contract H-8227 rider 2A

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	GBRX	036056
	Hopper	GBRX	036067
	Hopper	GBRX	036071
	Hopper	GBRX	036081
	Hopper	GBRX	036096
	Hopper	GBRX	036110
	Hopper	GBRX	036112
	Hopper	GBRX	036119
	Hopper	GBRX	036631
	Hopper	GBRX	036633
	Hopper	GBRX	036693
	Hopper	GBRX	036714
	Hopper	GBRX	037019
	Hopper	GBRX	037048
	Hopper	GBRX	037155
	Hopper	GBRX	037209
	Hopper	GBRX	037219
	Hopper	GBRX	037476
	Hopper	GBRX	037548
	Hopper	GBRX	037551
	Hopper	GBRX	037555
	Hopper	GBRX	037596
	Hopper	GBRX	037602
	Hopper	GBRX	037614
	Hopper	GBRX	037618
	Hopper	GBRX	037634
	Hopper	GBRX	037648
	Hopper	GBRX	096724
	Hopper	GBRX	096733
	Hopper	GBRX	096925
	Hopper	GBRX	097047
	Hopper	GBRX	097056
	Hopper	GBRX	097058
	Hopper	GBRX	097061

## Schedule A

### Equipment

#### The Greenbrier Companies

Contract H-8227 rider 2A

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	GBRX	097064
	Hopper	GBRX	097070
	Hopper	GBRX	097084
	Hopper	GBRX	097155
	Hopper	GBRX	097170
	Hopper	GBRX	097190
	Hopper	GBRX	097196
	Hopper	GBRX	097535
	Hopper	GBRX	097551
	Hopper	GBRX	097900
	Hopper	GBRX	097954
	Hopper	GBRX	098228
	Hopper	GBRX	098273
	Hopper	GBRX	098559
	Hopper	GBRX	098563
	Hopper	GBRX	098570
	Hopper	GBRX	098582
	Hopper	GBRX	098588
	Hopper	GBRX	098613
	Hopper	GBRX	099417

54

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

5/13/10



Robert W. Alvord